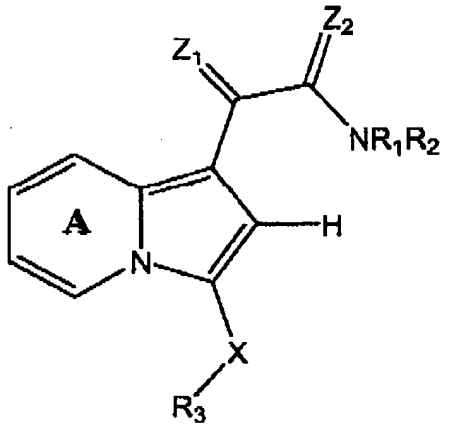
**Amendments to the Claims**

Please amend Claim 14. The Claim Listing below will replace all prior versions of the claims in the application:

**Claim Listing**

1. (Previously presented) A compound represented by the following structural formula:




;

or a pharmaceutically acceptable salt thereof, wherein:

Ring **A** is substituted or unsubstituted and is optionally fused to an aryl group;

$Z_1$ and $Z_2$ are independently =O, =S, =N-$OR_{12}$ or =$NR_{12}$;

$R_1$ and $R_2$ are independently -H, an aliphatic group, a substituted aliphatic group, an unsubstituted non-aromatic heterocyclic group, a substituted non-aromatic heterocyclic group, an unsubstituted aryl group or a substituted aryl group, provided that $R_1$ and $R_2$ are not both -H; or -$NR_1R_2$, taken together, is a substituted or unsubstituted non-aromatic nitrogen-containing heterocyclic group or a substituted or unsubstituted nitrogen-containing heteroaryl group;

$R_3$ is a substituted or unsubstituted aryl group or a substituted or unsubstituted aliphatic group;

X is a covalent bond, -C($R_4R_5$)-, -N($R_4$)-, -O-, -S-, -S(O)-, -$S(O)_2$-, -C(=O)-, -C(=O)-N($R_4$)-, or -N($R_4$)-C(=O)-;

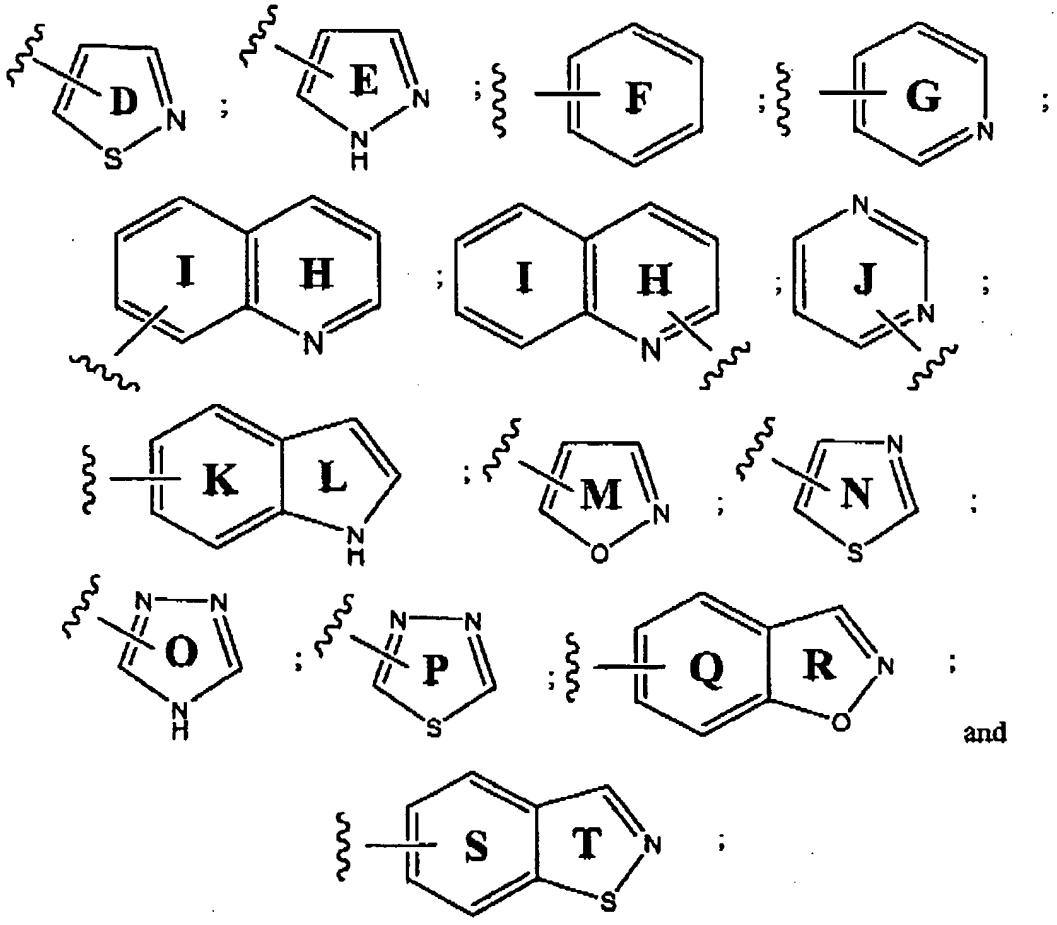
$R_4$ and $R_5$ are independently -H or a substituted or unsubstituted aliphatic group;

and

$R_{12}$ is -H or a substituted or unsubstituted alkyl group.

2. (Original) The compound of Claim 1 wherein: Ring **A** is substituted or unsubstituted; $Z_1$ and $Z_2$ are both =O; $R_1$ is -H; $R_2$ is a substituted or unsubstituted alkyl or aryl group; $R_3$ is a substituted or unsubstituted aryl group; and X is $-C(R_4R_5)-$, $-N(R_4)-$ or -O-.

3. (Previously presented) The compound of Claim 2 wherein $R_2$ is represented by a structural formula selected from:

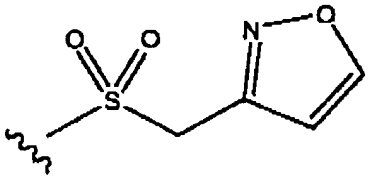
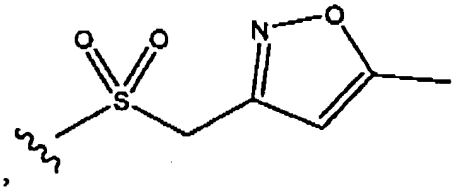



and

wherein Rings **D-T** are substituted or unsubstituted.

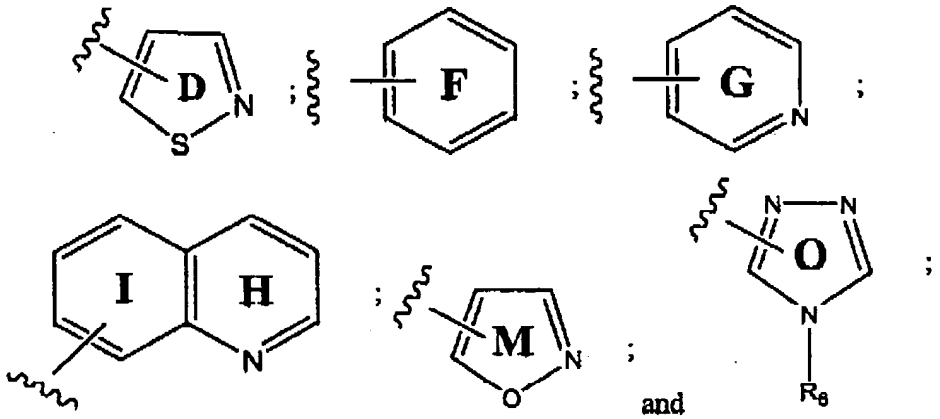
4. (Previously presented) The compound of Claim 3 wherein zero, one or more ring carbons atoms of Rings **D-T** are substituted a group independently selected from -OH, -Br, -Cl, -I, -F, -$OR^a$, -O-$COR^a$, -$COR^a$, -CN, -$NO_2$, -COOH, -$SO_3H$, -$NH_2$, -$NHR^a$, -$N(R^aR^b)$, -$COOR^a$, -CHO, -$CONH_2$, -$CONHR^a$, -$CON(R^aR^b)$, -$NHCOR^a$, -$NRCOR^a$, -$NHCONH_2$, -$NHCONR^aH$, -$NHCON(R^aR^b)$, -$NR^cCONH_2$, -$NR^cCONR^aH$, -$NR^cCON(R^aR^b)$, -C(=NH)-$NH_2$, -C(=NH)-$NHR^a$, -C(=NH)-$N(R^aR^b)$, -$C(=NR^c)$-$NH_2$, -$C(=NR^c)$-$NHR^a$, -$C(=NR^c)$-$N(R^aR^b)$, -NH-C(=NH)-$NH_2$, -NH-C(=NH)-$NHR^a$, -NH-C(=NH)-$N(R^aR^b)$, -NH-$C(=NR^c)$-$NH_2$, -NH-$C(=NR^c)$-$NHR^a$, -NH-$C(=NR^c)$-$N(R^aR^b)$, -$NR^dH$-C(=NH)-$NH_2$, -$NR^d$-C(=NH)-$NHR^a$, -$NR^d$-C(=NH)-$N(R^aR^b)$, -$NR^d$-$C(=NR^c)$-$NH_2$, -$NR^d$-$C(=NR^c)$-$NHR^a$, -$NR^d$-$C(=NR^c)$-$N(R^aR^b)$, -$NHNH_2$, -$NHNHR^a$, -$N(R^aR^b)$, -$SO_2NH_2$, -$SO_2NHR^a$, -$SO_2N(R^aR^b)$, -CH=$CHR^a$, -CH=$CR^aR^b$, -$CR^c$=$CR^aR^b$, -$CR^c$=$CHR^a$, -$CR^c$=$CR^aR^b$, -$CCR^a$, -SH, -$SR^a$, -S(O)$R^a$, -$S(O)_2R^a$, alkyl groups, substituted alkyl group, non-aromatic heterocyclic group, substituted non-aromatic heterocyclic group, benzyl group, substituted benzyl group, aryl group or substituted aryl group wherein $R^a$-$R^d$ are each independently an alkyl group, substituted alkyl group, benzyl, substituted benzyl, aryl or substituted aryl group, or, -$N(R^aR^b)$, taken together, can also form a substituted or unsubstituted non-aromatic heterocyclic group.

5. (Original) The compound of Claim 3 wherein zero one or more ring carbon atoms of Rings **D-T** are independently substituted with a group selected from C1-C4 alkyl, C1-C4 hydroxyalkyl, *N*-morpholino, pyrimidyl, C1-C4 alkyl substituted pyrimidyl, -N(C1-C4 alkyl)$_2$, -$C(O)NH_2$, -C(O)NH(C1-C4 alkyl), C(O)N(C1-C4 alkyl)$_2$, -NHC(O)(C1-C4 alkyl), -$NO_2$, C1-C4 alkoxy, -C(O)O-$CH_2CH_2$-N(C1-C4 alkyl)$_2$,

, -NH-(phenyl), -$NH_2$, -$CH_2$NH-C(O)-O-(C1-C4 alkyl), -$CH_2NH_2$, -Cl, -F, -C(O)-O-(C1-C4 alkyl), -C(O)-N-(C1-C4 alkyl), C3-C7 cycloalkyl, phenyl, -C(O)-*N*-morpholino, -S-(C1-C4 alkyl), -CN, furyl, -$S(O)_2$-(C1-C4 alkyl), -$S(O)_2$-$NH_2$, -$S(O)_2$-NH(C1-C4 alkyl) and -$S(O)_2$-N(C1-C4 alkyl)$_2$.

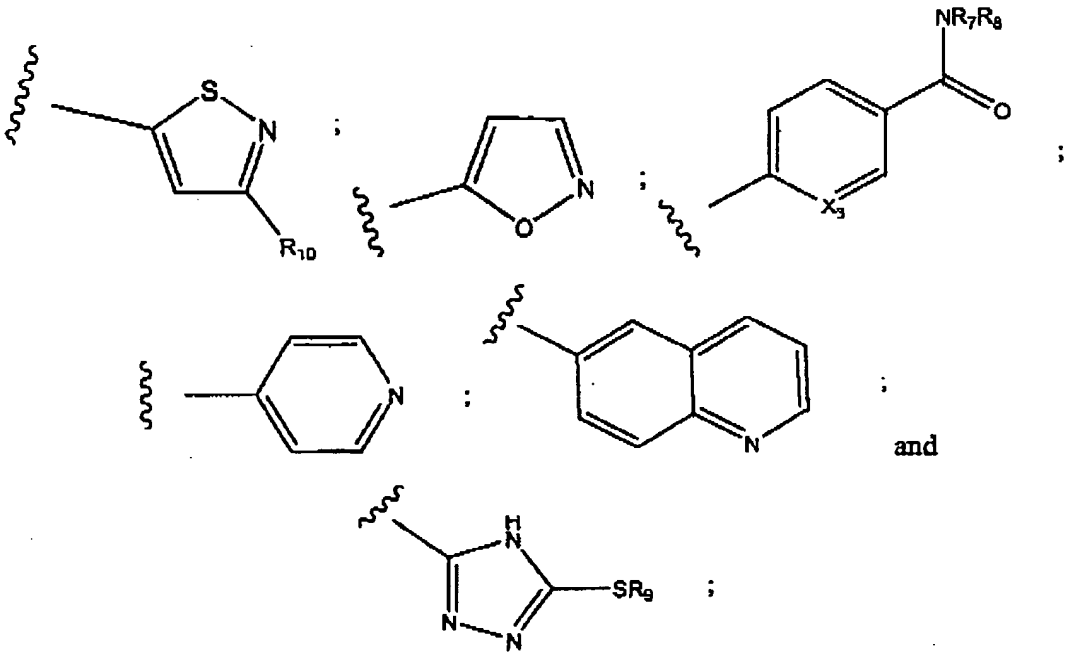
6. (Original) The compound of Claim 5 wherein $R_2$ is represented by a structural formula selected from:




and

and $R_6$ is -H or a substituted or unsubstituted alkyl group.

7. (Original) The compound of Claim 5 wherein $R_2$ is represented by a structural formula selected from:




and

wherein:

$X_3$ is -CH- or -N-;

$R_7$ and $R_8$ are independently -H or an alkyl group or $-NR_7R_8$, taken together, is a nitrogen-containing non-aromatic heterocyclic group;

$R_9$ is an alkyl group; and

$R_{10}$ is -H or an alkyl group.

8. (Original) The compound of Claim 7 wherein Ring **A** is optionally substituted with one or more groups selected from -F, -Cl, -Br, -C1-C4 alkyl, C1-C4 alkoxy, -C1-C4 haloalkyl, C1-C4 haloalkoxy, $-NH_2$ and -CN.

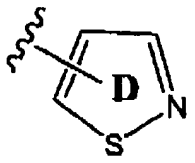
9. (Previously presented) The compound of Claim 8 wherein Ring **A** is unsubstituted; $R_3$ is a phenyl group or pyridyl group substituted with zero, one or more substituents selected from -Br, -Cl, -F, $-R^e$, $-OR^e$, -CN, $-COOR^e$, $-N(R^e)_2$, $-CON(R^e)_2$, $-NR^eCOR^f$, $-NHCONH_2$ and $-SO_2N(R^e)_2$; $R_7$ and $R_8$ are both -H and $R_9$ is methyl; and each $R^e$ and $R^f$ is independently -H, an alkyl group or a substituted alkyl group.

10. (Original) The compound of Claim 9 wherein $R_3$ is a phenyl ring substituted with zero one or more substituents selected from -Cl, -F, $-R^e$, $-OR^e$, -CN, $-NH_2$, $-CONH_2$ and $-NHCOR^f$.

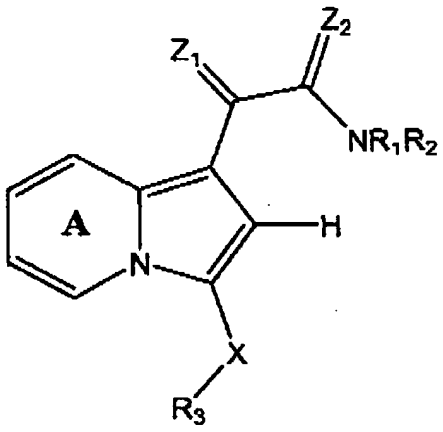
11. (Original) The compound of Claim 10 wherein $R_3$ is a phenyl ring substituted with zero one or more substituents selected from $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F and -Cl.

12. (Original) The compound of Claim 11 wherein $R_3$ is a phenyl ring that is unsubstituted or monosubstituted with $-CH_2CH_3$, $-OCH_3$, -CN, -F or -Cl and wherein the phenyl ring substituent is at the *para* position.

13. (Original) The compound of Claim 4 wherein $R_2$ is represented by the following structural formula:




14. (Currently amended) A method of treating a subject with cancer comprising administering to the subject an effective amount of a compound represented by the following structural formula:




;

or a pharmaceutically acceptable salts thereof, wherein:

Ring A is substituted or unsubstituted and is optionally fused to an aryl group;

$Z_1$ and $Z_2$ are independently =O, =S, =N-$OR_{12}$ or =$NR_{12}$.

$R_1$ and $R_2$ are independently -H, an aliphatic group, a substituted aliphatic group, an unsubstituted non-aromatic heterocyclic group, a substituted non-aromatic heterocyclic group, an unsubstituted aryl group or a substituted aryl group, provided that $R_1$ and $R_2$ are not both -H; or -$NR_1R_2$, taken together, is a substituted or unsubstituted non-aromatic nitrogen-containing heterocyclic group or a substituted or unsubstituted nitrogen-containing heteroaryl group;

$R_3$ is a substituted or unsubstituted aryl group or a substituted or unsubstituted aliphatic group;

X is a covalent bond, -$C(R_4R_5)$-, -$N(R_4)$-, -O-, -S-, -S(O)-, -$S(O)_2$-, -C(=O)-, -C(=O)-$N(R_4)$-, or -$N(R_4)$-C(=O)-;

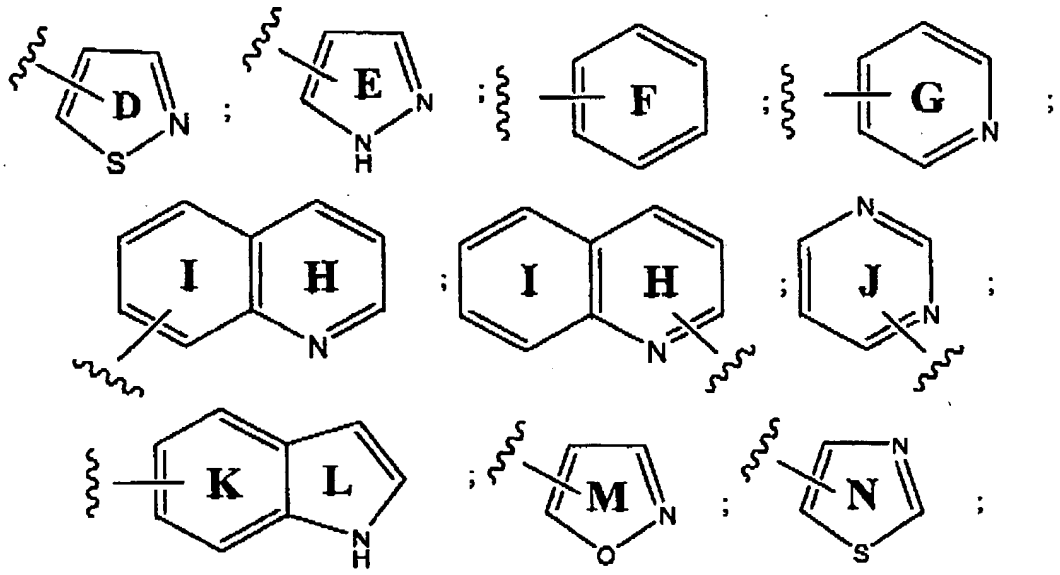
$R_4$ and $R_5$ are independently -H or a substituted or unsubstituted aliphatic group; and

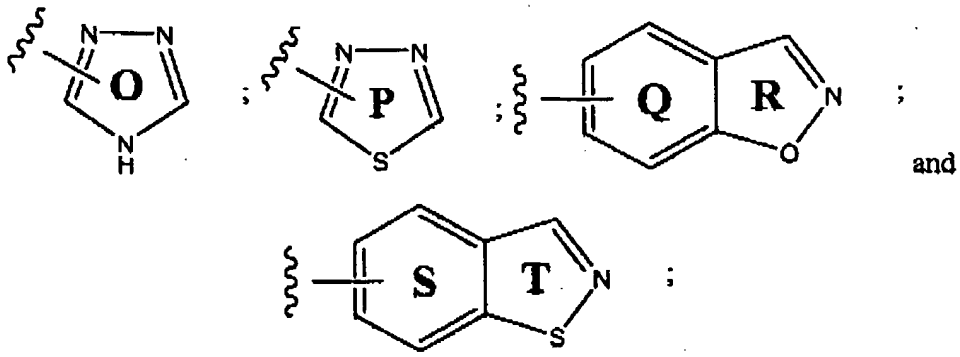
$R_{12}$ is -H or a substituted or unsubstituted alkyl group,

wherein the cancer is selected from the group consisting of breast cancer, colon cancer, leukemia, prostate cancer and uterine cancer.

15. (Previously presented) The method of Claim 14 wherein: Ring A substituted or unsubstituted, $Z_1$ and $Z_2$ are both =O; $R_1$ is -H; $R_2$ is a substituted or unsubstituted alkyl or aryl group; $R_3$ is a substituted or unsubstituted aryl group; and X is $-C(R_4R_5)-$, $-N(R_4)-$ or -O-.

16. (Previously presented) The method of Claim 15 wherein $R_2$ is represented by a structural formula selected from:





and

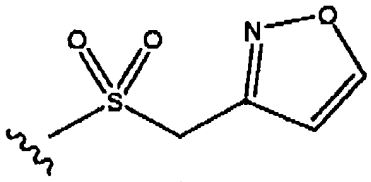
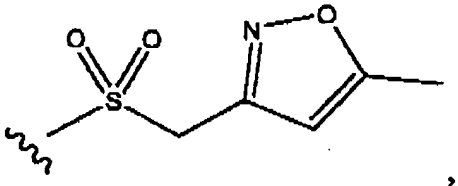


wherein Rings **D-T** are substituted or unsubstituted.

17. (Previously presented) The method of Claim 16 wherein zero, one or more ring carbons atoms of Rings **D-T** are substituted with a group independently selected from -OH, -Br, -Cl, -I, -F, $-OR^a$, $-O-COR^a$, $-COR^a$, -CN, $-NO_2$, -COOH, $-SO_3H$, $-NH_2$, $-NHR^a$, $-N(R^aR^b)$, $-COOR^a$, -CHO, $-CONH_2$, $-CONHR^a$, $-CON(R^aR^b)$, $-NHCOR^a$, $-NRCOR^a$, $-NHCONH_2$, $-NHCONR^aH$, $-NHCON(R^aR^b)$, $-NR^cCONH_2$, $-NR^cCONR^aH$, $-NR^cCON(R^aR^b)$, $-C(=NH)-NH_2$, $-C(=NH)-NHR^a$, $-C(=NH)-N(R^aR^b)$, $-C(=NR^c)-NH_2$, $-C(=NR^c)-NHR^a$, $-C(=NR^c)-N(R^aR^b)$, $-NH-C(=NH)-NH_2$, $-NH-C(=NH)-NHR^a$, $-NH-C(=NH)-N(R^aR^b)$, $-NH-C(=NR^c)-NH_2$, $-NH-C(=NR^c)-NHR^a$, $-NH-C(=NR^c)-N(R^aR^b)$, $-NR^dH-C(=NH)-NH_2$, $-NR^d-C(=NH)-NHR^a$, $-NR^d-C(=NH)-N(R^aR^b)$, $-NR^d-C(=NR^c)-NH_2$, $-NR^d-C(=NR^c)-NHR^a$, $-NR^d-C(=NR^c)-N(R^aR^b)$, $-NHNH_2$, $-NHNHR^a$, $-N(R^aR^b)$, $-SO_2NH_2$, $-SO_2NHR^a$, $-SO_2N(R^aR^b)$, $-CH=CHR^a$, $-CH=CR^aR^b$, $-CR^c=CR^aR^b$, $-CR^c=CHR^a$, $-CR^c=CR^aR^b$, $-CCR^a$, -SH, $-SR^a$, $-S(O)R^a$, $-S(O)_2R^a$, alkyl groups, substituted alkyl group, non-aromatic heterocyclic group, substituted non-aromatic heterocyclic group, benzyl group, substituted benzyl group, aryl group or substituted aryl group wherein $R^a$-$R^d$ are each independently an alkyl group, substituted alkyl group, benzyl, substituted benzyl, aryl or substituted aryl group, or, $-N(R^aR^b)$, taken together, can also form a substituted or unsubstituted non-aromatic heterocyclic group.

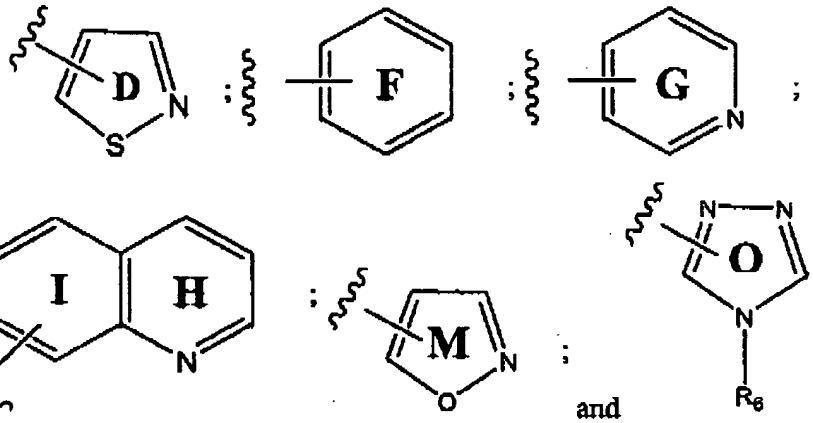
18. (Original) The method of Claim 16 wherein zero one or more ring carbon atoms of Rings **D-T** are independently substituted with a group selected from C1-C4 alkyl, C1-C4 hydroxyalkyl, *N*-morpholino, pyrimidyl, C1-C4 alkyl substituted pyrimidyl, -NH(C1-C4 alkyl), $-N(C1-C4\ alkyl)_2$, $-C(O)NH_2$, -C(O)NH(C1-C4 alkyl), C(O)N(C1-C4 $alkyl)_2$,

-NHC(O)(C1-C4 alkyl), -$NO_2$, C1-C4 alkoxy, -C(O)O-$CH_2CH_2$-NH(C1-C4 alkyl), -C(O)O-$CH_2CH_2$-N(C1-C4 alkyl)$_2$,

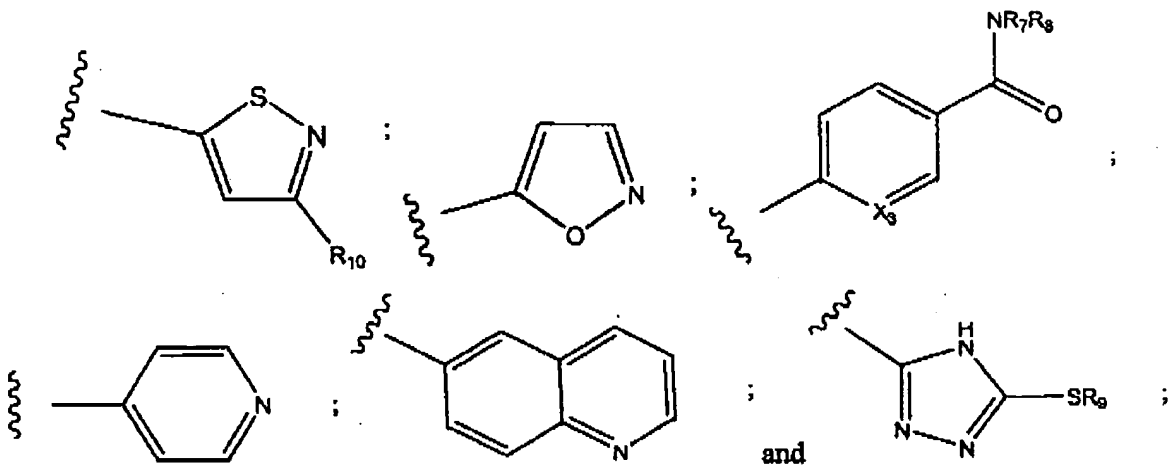
, -NH-(phenyl), -$NH_2$, -$CH_2$NH-C(O)-O-(C1-C4 alkyl), -$CH_2NH_2$, -Cl, -F, -C(O)-O-(C1-C4 alkyl), -C(O)-NH-(C1-C4 alkyl), C3-C7 cycloalkyl, phenyl, -C(O)-*N*-morpholino, -S-(C1-C4 alkyl), -CN, furyl, -S(O)$_2$-(C1-C4 alkyl), -S(O)$_2$-$NH_2$, -S(O)$_2$-NH(C1-C4 alkyl) and-S(O)$_2$-N(C1-C4 alkyl)$_2$.

19. (Original) The method of Claim 18 wherein $R_2$ is represented by a structural formula selected from:



and $R_6$ is -H or a substituted or unsubstituted alkyl group

20. (Original) The method of Claim 19 wherein $R_2$ is represented by a structural formula selected from:



wherein:

$X_3$ is -CH- or -N-;

$R_7$ and $R_8$ are independently -H or an alkyl group or $-NR_7R_8$, taken together, is a nitrogen-containing non-aromatic heterocyclic group;

$R_9$ is an alkyl group; and

$R_{10}$ is -H or an alkyl group.

21. (Original) The method of Claim 20 wherein Ring **A** is optionally substituted with one or more groups selected from -F, -Cl, -Br, -C1-C4 alkyl, C1-C4 alkoxy, -C1-C4 haloalkyl, C1-C4 haloalkoxy, $-NH_2$ and -CN.

22. (Previously presented) The method of Claim 21 wherein Ring **A** is unsubstituted; $R_3$ is a phenyl group or pyridyl group substituted with one or more substituents selected from -Br, -Cl, -F, $-R^e$, $-OR^c$, -CN, $-COOR^c$, $-N(R^c)_2$, $-CON(R^c)_2$, $-NR^cCOR^f$, $-NHCONH_2$ or $-SO_2N(R^c)_2$; $R_7$ and $R_8$ are both -H and $R_9$ is methyl; and each $R^e$ and $R^f$ is independently -H, an alkyl group or a substituted alkyl group.

23. (Original) The method of Claim 22 wherein $R_3$ is a phenyl ring substituted with one or more substituents selected from -Cl, -F, $-R^e$, $-OR^c$, -CN, $-NH_2$, $-CONH_2$ and $-NHCOR^f$.

24. (Original) The method of Claim 23 wherein $R_3$ is a phenyl ring substituted with one or more substituents selected from $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F and -Cl.

25. (Original) The method of Claim 23 wherein $R_3$ is a phenyl ring monosubstituted with $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F and-Cl and wherein the phenyl ring substituent is at the *para* position.

26. (Original) The method of Claim 16 wherein $R_2$ is represented by the following structural formula: